



CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION

**SPECIAL MEETING
OF THE BOARD OF DIRECTORS**

**HELD ON MONDAY, FEBRUARY 7TH, 1994 AT 6:30 P.M.
IN H-769, SIR GEORGE WILLIAMS CAMPUS**

CONCORDIA
UNIVERSITY
STUDENTS'
ASSOCIATION

1.0 ROLL CALL

PRESENT

ASSOCIATION
DES ÉTUDIANTS
ET ÉTUDIANTES
DE L'UNIVERSITÉ
CONCORDIA

CO-PRESIDENTS

Philip Dalton

Lana Grimes

COMMERCE

Kristina Bolh (7:20 p.m.)

Andrea Fernandez (7:40 p.m.)

Emmanuel Kamukama

FINE ARTS

Jonathan Asencio

Jonathan Carruthers

ABSENT

Arts & Science: Pascale Batchoun, Genevieve Grenier (w/r), Thomas Moll, Stacey Schacter

Fine Arts: Aimée Darcel (w/r)

ARTS AND SCIENCE

Nada Al-Yazdi

Maha Asfour

Marilyne Boyer

Helen Ora Cohen

Allan Feldman

Wissam Jawad

Shafik Mina

Ken McMurray

Christine Vieira

ENGINEERING

Shadi Khader

Andrew Kennedy

Len Podgurny

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2.0 CALL TO ORDER

The Chairperson, Geoff Dubrow, called this meeting to order at 6:45 p.m.

3.0 APPROVAL OF AGENDA

MOTION TO APPROVE THE AGENDA

Moved by: K. McMurray

Seconded by: M. Boyer

VOTE ON MOTION

UNANIMOUS

L. Podgurny clarified the items on the agenda.

L. Grimes stated that she would like to amend the agenda to include the motion regarding the dates for the referendum and general elections.

MOTION TO ADD REFERENDUM AND ELECTION MOTION TO THE AGENDA

Moved by: L. Grimes

Seconded by: L. Podgurny

VOTE ON MOTION

11/1/2

CARRIED

A. Feldman stated that the referendum and election resolution is not presented as a constitutional amendment in the way that it is phrased, and it requires a majority of members present. He stated that the problem is the dates regarding the general election. Al stated that if they are adopted, those dates will be in contravention of the constitution.

A. Feldman stated that the constitutional amendment that would allow the second part of the resolution to be valid would require sixteen (16) members.

P. Dalton suggested that as soon as sixteen (16) members are present, the meeting should move directly to the matter of the referendum and election dates.

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**MOTION TO MOVE TO REFERENDUM AND ELECTION DATES AS SOON AS SIXTEEN
(16) MEMBERS ARE PRESENT**

Moved by: P. Dalton
Seconded by: A. Feldman

VOTE ON MOTION 14/0/1 CARRIED

MOTION TO ADD GALLERY EJECTION MOTION TO THE AGENDA

BE IT RESOLVED THAT any spectator of the meeting who issues any insulting or derogatory remarks to any member of the CUSA Board of Directors, Chairperson or the Secretary, be immediately excluded from that meeting without recourse.

Moved by: C. Vieira
Seconded by: S. Khader

It was clarified that this is not a vote on the resolution, but a vote to add the resolution to the agenda.

VOTE ON MOTION 10/3/2 CARRIED

K. McMurray stated that in a referendum in 1984, students voted to ban military recruitment on campus. He stated that military recruitment occurred on campus earlier in the day. He suggested that this issue be addressed at the next Steering Committee meeting.

MOTION TO ADOPT AGENDA AS STANDS WITH AMENDMENTS

Moved by: L. Grimes
Seconded by: P. Dalton

VOTE ON MOTION 13/0/2 CARRIED

4.0 CHAIRPERSON'S REMARKS

The Chair stated that L. Nicholson, K. Blackburn and M. Fares have resigned from the Board of Directors.

The Chair informed the Board that there will be a meeting on Thursday, February 10, 1994, the sole item on the agenda to be the petition to impeach five (5) members of the Board for delinquency of duty.

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The Chair confirmed with C. Vieira that each of the five (5) members for whom petitions have been drawn up are aware of this fact, with the exception of Stacey Schacter.

It was clarified that the purpose of the meeting on Thursday, February 10, 1994 is to decide if the cases will be sent to the Judicial Board. A. Feldman read the appropriate section of the CUSA constitution, section 18.2.

The Chair stated that he has received five hundred (500) student signatures along with a referendum question from QPIRG regarding the opening of a co-operative student food store. He added that under section 17.6 of the Constitution five hundred (500) signatures are needed to call a referendum, and that he will submit them to the CRO for verification.

The Chair reminded the Board that it is very important to attend meetings, and the reason this meeting will be very long is because lack of quorum for past meetings has resulted in an overload of items on the agenda.

5.0 REPORTS AND MOTIONS ARISING

L. Grimes stated that she was happy to inform the Board that M. Soso has been reinstated and business is back to usual in the CUSA offices. She added that she apologizes for the strain of the appeal meeting, and that the portfolio of the V.P. Services is going well.

L. Grimes reported that student response to the Mezz project has been very positive and that the project is a large step forward financially and image-wise. She added that the vernissage of the bar was held on February 5, 1994 and a good time was had by all.

L. Grimes reported that it has been agreed upon by the university that the food operations in the Mezz Café will be run by students. She added that there is a clause in the lease that states that if the university is to expand into any more food or beverage service areas, the bids that they receive from Marriot or anybody else will be seen first by CUSA and CUSA may attempt to match the bid.

L. Grimes added that the university has agreed not to take rent from CUSAcop workers for the space the bar and the café occupies but CUSAcop will have to deal with the overhead costs.

L. Grimes stated that she has also worked on the drafting of contracts for the CUSAcop workers and that members will be able to see an outline of these contracts after they go through the CUSAcop Board. She added that the biggest change in contracts is a proposed bonus system.

L. Grimes stated that there is also a new lease to be signed with Travel Cuts. She stated that Travel Cuts paid around \$700 month in rent on the sixth floor. She added that some research has been done regarding the going rate

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of office space downtown and at a minimum of \$5 a square foot, the rent would start at around \$3000.00.

L. Grimes stated that with the Union and with the help of M. Boyer, translation differences in the Collective Agreement have been worked on. She added that letters of agreement regarding the Vice Presidents and other items will be attached to the Collective Agreement by the union. Lana stated that a list of other articles that could be changed has been submitted to the union, but that they are not ready at the moment to consider them. She added that the relationship with the union has been friendly.

L. Grimes stated that regarding the Constitution, meetings have basically ended but that submissions are still coming in. She added that this week is the final drafting of the constitution and that if anyone has any comments to make, the deadline is Friday, February 11, 1994.

L. Grimes stated that a submission has been made to the university to request the old Cencom space on the Mezzanine be accessible to CUSA to be used as the new Housing Service and Job Bank.

L. Grimes stated that the old Travel Cuts space on the sixth floor is now the bookkeeper's office and Finance headquarters.

P. Dalton stated that there will be a joint meeting of the Board of Governors and Senate on February 18, 1994 at 8:00 a.m. on the 10th floor of the Library building, regarding strategic planning. He added that anybody interested in the meeting can talk to him.

P. Dalton stated that a unanimous recommendation was received from the Executive Committee of the Board of Governors to have student representation on the Real Estate Planning, Senior Salaries and Collective Bargaining Committees. He added that this means students are on their way to having representation in areas previously closed to students.

S. Mina asked if Reggies will open Thursday morning or Thursday night. L. Grimes replied that it will probably open Thursday morning, but there will be a grand opening bash on Thursday night, with a happy hour beginning in the afternoon.

S. Mina asked if vice-presidents are unionized or not. L. Grimes replied that she maintains they are not part of the Collective Agreement.

S. Mina asked if this issue has been settled yet. L. Grimes replied that it actually has, it is just a matter of the two groups signing. She added that the union has given no reason to believe that they will not sign a letter of agreement saying that VP's are not part of the Collective Agreement.

L. Podgurny asked when the Collective Agreement will be agreed upon. L. Grimes replied that regarding the translation, there is not really anything that has to be agreed upon, it was just corrections in the translation. She

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added that the document will have to go to CUSAp rint to be printed.

L. Grimes stated that the memo she sent to the union asks if they agree with some problems with the Collective Agreement and that the union has not said that they don't agree, so it is just a matter of getting it printed. She added that as for the other letters of agreement, there will be a meeting with the union next week.

S. Khader asked if the problem regarding the opening of the doors to the bar had been sorted out yet. L. Grimes replied that the only immediate problem with having the doors open after 11:00 p.m. is that on the main glass entrance there is an exit that must be closed at 11:00 p.m. She added that there is no problem entering the bar from the terrace.

E. Kamukama asked what the problem was with students going into the university premises after 11:00 p.m. L. Grimes replied that when Reggies was on the seventh floor there was always a problem in that security guards were on the alert and there were concerns about students roaming in the university after 11:00 p.m. She added that the bar downstairs is the final solution to the problem, in that patrons will not have to go into the actual university to get to the bar.

K. McMurray asked if Ogden cleaners would salt the ice on the terrace. L. Grimes replied that there is no area in the university that is responsible for the terrace in any cleaning contracts. She added that she has asked Ogden if they will salt and clean it until the matter is settled, and they have agreed and will meet to discuss a price.

L. Grimes stated that another big issue is smoking in the bar. She stated that on Saturday night everybody was smoking and that the university knows it is a lost cause. She stated that early next week there will be a meeting with Dr. Boisvert regarding the smoking issue. She added that in the meantime CUSAcorp will not be enforcing the university's regulation in that space. Lana stated that security feels quite relaxed walking in and that it must be made very clear to them how freely they have access to CUSAcorp's leased space. She added that there are a few small jurisdictional matters that must be worked out.

A. Feldman suggested that regardless of the university's regulations, there should be non-smoking and smoking sections somewhere in that facility.

C. Vieira asked if at this point security could come into the bar and ask that patrons put out their cigarettes. L. Grimes replied that she is not sure.

S. Khader mentioned that they would have the right to enter the space since it is school property.

M. Boyer suggested that there should be proper ventilation in the bar, so that the smoking issue will be less of a problem.

S. Khader asked if in the event of problems in the bar, security would have access to the area. L. Grimes replied that this is an ambiguous area. She added that the bar has its own alarm system that is not connected to the university. Lana stated that if there is a crisis she is sure the security guards can be called upon, but that it has to be made clear to them that on a regular basis they are not able to just enter.

6.0 MOTION TO SET DATES FOR 1994 REFERENDUM AND GENERAL ELECTION

WHEREAS the CUSA constitution which sets certain restrictions on the dates during which elections may be held, and;

WHEREAS the constitutional reforms are set to take place this year, and;

WHEREAS these constitutional reforms may dictate the procedure and positions available for the 1994-95 academic year;

BE IT RESOLVED THAT the following be accepted as the dates for the 1994 constitutional referendum and general elections:

Referendum

YES/NO committee mobilization	February 14-18, 1994
Campaign period	February 19-March 7, 1994
Voting period	March 8-9, 1994
Results	March 10, 1994

General Elections

Nomination period	March 11-16 (9:00 p.m.), 1994
Campaign period	March 17 (6:00 p.m.)-March 28 (12:00 a.m.), 1994
Voting period	March 29-31, 1994
Results	April 1, 1994
Appeal period	April 1-6 (12:00 a.m.), 1994

Moved by: L. Podgurny

Seconded by: L. Grimes

L. Podgurny stated that after consulting with the CRO, it was determined that the signatures must be verified manually and that this takes some time. The CRO has requested a full day in between the nomination period and the campaign period, making the campaign period start on March 18, 1994.

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M. Boyer stated that according to the hours listed in the resolution, there is time from 9:00 p.m. March 16, 1994 to 6:00 p.m. March 17, 1994 to verify the signatures.

L. Podgurny stated that an All Candidates meeting must also be called, so it was requested that between those two events there would be a full day.

M. Boyer asked if there was a fixed number of days necessary for the campaign period.

L. Podgurny stated that his understanding was that there must be a reasonable amount of time for the campaign period. He proposed amending the resolution by replacing March 17 (6:00 p.m.) with March 18 (6:00 p.m.).

The chair stated that if there are no objections to this friendly amendment he will not go through the formal voting process.

A. Feldman stated that the way the resolution is worded does not deal with the constitutional problem. He stated that the specific problem in the constitution is section 17.1 which states that the general elections take place in January and February. He added that there must be an amendment to the constitution to delete the words January and February.

A. Feldman proposed that the section could also be made to include the words January, February and March.

A. Feldman stated that he would like to make it clear that he accepted this motion as a constitutional amendment, so it was his impression that it was a constitutional amendment, though it does not read as a constitutional amendment.

G. Dubrow stated that it was important to note that when he received the resolution, it was interpreted as a constitutional amendment.

P. Dalton stated that the motion could be split into two parts.

MOTION TO SPLIT THE REFERENDUM AND ELECTION DATES INTO TWO PARTS

Moved by: P. Dalton

Seconded by: S. Khader

VOTE ON MOTION

13/1/2

CARRIED

MOTION TO AMEND THE CONSTITUTION

BE IT RESOLVED THAT article 17.1 of the constitution be amended to add the words "or

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March" after "January and February".

J. Carruthers asked what the original circumstances were around writing "January or February". P. Dalton replied that March was thought to be too close to the end of the year to leave office, with regards to timing it is possible but the timing is tight.

R. Douglas commented in favor of the motion.

VOTE ON MOTION

UNANIMOUS

MOTION TO ACCEPT THE DATES FOR THE 1994 REFERENDUM AND GENERAL ELECTIONS

Referendum

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Appeal period	April 1-6 (12:00 a.m.), 1994

Moved by: L. Podgurny

Seconded by: L. Grimes

M. Boyer asked what the implications were of having the results of the election revealed on April 1, 1994, a date upon which the university is closed because it is Good Friday. She asked if all the dates could be backed up by one day so that the results are announced on March 31, 1994.

L. Grimes stated that a maximum campaign period is being aimed for, since this is always an issue with the candidates.

A. Feldman stated that people who really want to know the results could come to school anyways. He added that the dates are very tight and that he does not think reducing the number of campaigning or voting days is a good idea.

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C. Vieira asked if members' term of office ended at midnight on March 31, 1994. L. Grimes replied that it depended on the results of the constitutional referendum and that the term could end on May 31, 1994.

C. Vieira asked if the schedule has been set up in such a way that it depends on the constitutional referendum question going through. L. Podgurny replied that if the constitutional amendment fails there will be new members if office on April 1, 1994, but that he felt that would not be a major problem.

C. Vieira stated that she felt it would be greatly appreciated by the candidates that they know at least 24 hours in advance of their taking office that they had won.

L. Grimes stated that they will know well in advance because the results of the referendum will be announced on March 11, 1994.

K. McMurray stated that he has a reservation regarding the nomination period for the general elections. He added that the nomination period is only four (4) school days and that this is a very short nomination period. Ken stated that regarding the appeal period, he wondered if the required period is five (5) days or five (5) school days. L. Grimes replied that the appeal period is five (5) days. She added that though the nomination period is short, once the dates are decided upon, they will be advertised immediately, so potential candidates can start collecting their signatures well in advance of the nomination period.

R. Douglas stated that twice in the past, office has been taken after April 1st.

A. Feldman stated that a strict interpretation of article 17.7.1 would dictate that assuming there is no Annual General Meeting immediately upon the announcement of the election results, the new directors would take office April 1, 1994.

A. Feldman stated that hopefully the new constitution will be approved and solve this problem by changing the dates of the term of office. he added that if the new constitution is not passed, article 17 falls under the area that the Board can amend with a two-thirds majority.

L. Podgurny asked if technically, members are not in office at the moment. A. Feldman replied that the interpretation of the clause is ambiguous because the way it is written it assumes that elections will take place before April 1, and that the CRO's report will be received before April 1. He added that it does not allow for the possibility that April 1 falls in between those two events.

M. Soso stated that last year there was a motion proposed at the Annual General Meeting to determine the date the new members would take office.

P. Dalton proposed an amendment to the motion whereby the new constitution that the students will be presented with, must pass by a simple majority or the Board of Directors in a meeting on Sunday, February 13, 1994.

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MOTION TO AMEND

BE IT FURTHER RESOLVED THAT the constitutional document to be presented to the students in the upcoming constitutional referendum be taken to a vote by the Board of Directors in a meeting called for Sunday, February 13, 1994.

Moved by: P. Dalton

Seconded by: M. Boyer

P. Dalton stated that he felt the decision of which briefs were included in the constitution and the document as a whole needed to go through a responsible body, namely the Board of Directors. He stated that if the document cannot make it through the Board of Directors with a simple majority, it is not worthy of going to the students.

M. Boyer asked if the Board was being asked to agree with the wording that will be presented to the students, or if the Board was being asked to agree with the actual constitution. P. Dalton replied that the Board was being asked to agree with the wording that will be presented to the students.

J. Carruthers asked what sort of changes will be in the new constitution and what sort of questions will the students be asked. L. Grimes replied that the plan is to have the proposed changes of the constitution in the Link and the Concordian before the Spring break. She added that after the Spring break, students will be able to come back to school and debate the constitution.

L. Grimes stated that the constitution will be voted upon in its entirety. she added that if one clause is defeated, the entire document will fail.

L. Podgurny stated that he felt the actual amendment is unnecessary because the Board is supposed to see the document in any case.

L. Grimes stated that she is concerned that there might not be quorum on Sunday. She asked that in that event, if the referendum would be canceled.

K. McMurray stated that he is opposed to the idea that if the Board did not like the constitution, that was an adequate indication of how the students would feel.

R. Douglas stated that he felt it is dangerous to ask the students to pass an entirely new constitution.

L. Grimes asked if R. Douglas is recommending the referendum ballot asked the students to choose to accept or not accept the constitutional document clause by clause.

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R. Douglas replied that he is.

P. Dalton stated that the Board of Directors is the appropriate representative body to decide these matters and to decide exactly the wording of the question that will be presented to the students, and it is for this reason he has proposed his amendment. He added that he felt the intentions of the Constitutional Advisory Body were honorable, but that an elected body should decide how the individual clauses should read.

C. Vieira asked if the Board becomes the YES committee in the event that it decides in this meeting on Sunday to support the wording of the document. L. Grimes replied that Board members could become actively involved if they wished but that during campaigning, the YES committee can say that the CUSA Board of Directors supports the document.

C. Vieira asked that if the majority of the Board supports the document that will go to the students, does that mean that the Board also supports the concepts in the document.

There was agreement that this is indeed the case.

L. Grimes stated that a non-representative group has drafted the constitution and that it is important to those that support the motion under discussion that the group that brings the constitutional document to the students is an elected body.

C. Vieira stated that she would like it noted for the record that she feels the idea of having the Board approve the constitution as the Board of Directors is an expletive idea and is completely wrong, and consequently, she does not support it whatsoever.

M. Soso stated that there was a possibility as there was last year, where too many items were brought to students with a YES/NO choice. She felt the students wanted to vote upon each clause.

A. Feldman stated that whether the constitution will be brought to the students as a single document, or clause by clause has already been decided by the resolution passed which read "Do you accept this draft of the CUSA constitution to replace the current constitution..." He stated that that is what the Board approved, and that is what the question is and that a single document will go to the students. Al added that thus far he has not seen any suggestion or motion that that be amended.

A. Feldman stated that there is nothing in the resolution that has already been passed that binds the Board to approve it. He stated that in fact the intent in this was to allow members of the Board to stand on either side of the constitutional question, and that for that reason, this would not be approved by the Board as a whole.

A. Feldman stated that there is nothing morally or ethically wrong with a governing body approving a document that will serve as its constitution, and that the Canadian government did this. He added that the Canadian government's

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proposition failed, which shows that there is no guaranty that the students will accept the constitution even if the Board approves it.

A. Feldman stated that he is also concerned quorum may not be achieved on Sunday, and that if a motion is passed that dictates the constitution must be approved by the Board before Monday, a difficult situation will arise.

A. Feldman stated that there should be an opportunity for people, whether they are Board members or not, to look at the complete document and make possible revisions before it is presented to the students.

A. Feldman suggested that rather than have an official Board meeting, there could be an open session where anybody who is interested can discuss or debate the actual draft of the constitution, and proposed amending the amendment to reflect this.

MOTION TO CALL THE QUESTION

Moved by: K. Bolh

Seconded by: A. Feldman

VOTE ON MOTION

12/2/1

CARRIED

MOTION TO AMEND THE AMENDMENT

BE IT FURTHER RESOLVED THAT the constitutional document to be presented to the students in the upcoming constitutional referendum be approved by an open review session in a meeting called for Sunday, February 13, 1994.

The chair returned the discussion to the original motion regarding the dates for the referendum and general elections.

MOTION TO CALL THE QUESTION

Moved by: C. Vieira

Seconded by: L. Podgurny

VOTE ON MOTION

13/2/0

CARRIED

MOTION REGARDING DATES FOR THE REFERENDUM AND GENERAL ELECTIONS

BE IT RESOLVED THAT the following be accepted as the dates for the 1994 constitutional referendum and general election:

Monday, February 7th, 1994

Referendum

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Voting period	March 29-31, 1994
Results	April 1, 1994
Appeal period	April 1-6 (12:00 a.m.), 1994

BE IT FURTHER RESOLVED THAT the constitutional document to be presented to the students in the upcoming constitutional referendum be approved by an open review session in a meeting called for Sunday, February 13, 1994.

VOTE ON MOTION	14/0/1	CARRIED
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L. Podgurny suggested the Board continue discussing the constitutional referendum.

MOTION TO IMMEDIATELY DISCUSS ITEM 6.7 AND THEN MOVE TO ITEM 5.7 OF THE AGENDA

Moved by: L. Grimes
Seconded by: L. Podgurny

VOTE ON MOTION	13/0/1	CARRIED
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6.7 REFERENDUM QUESTIONS

MOTION TO AMEND REFERENDUM QUESTION RESOLUTION PASSED ON JANUARY 19, 1994

WHEREAS the CUSA Board of Directors has passed a motion setting the date and question composed during the constitutional referendum, and;

WHEREAS that the wording of this motion as it stands, the Board of Directors should be

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approving the constitution to be voted on during said referendum, and;

WHEREAS the intention of said motion is to free directors from the responsibility of approving the constitution before taking it to a referendum;

BE IT RESOLVED THAT the constitutional referendum be held on March 8-9, 1994.

Moved by: L. Podgurny

Seconded by: L. Grimes

A. Feldman asked if the amendment was to replace the entire resolution that was previously passed, or only that part regarding the dates. L. Podgurny replied that the reasoning behind the amendment was that when the question was set, it was his belief that the substance of the question should be approved. He added that this would necessitate the meeting proposed earlier by P. Dalton. Len stated that this would allow the Board of Directors to be free of approving the constitution before it is taken to a referendum.

S. Mina asked if the amendment solely indicated that there will be a referendum question. L. Podgurny clarified that the amendment dictates there will be a referendum question and that it does not have to be approved by the Board before it can be taken to referendum.

A. Feldman asked who will decide what the actual question will be. L. Podgurny replied that it would be the CRO.

M. Boyer stated that according to the constitution the referendum question would have to be brought by a petition of five hundred (500) students if it was not brought by the Board.

K. McMurray stated that the motion only changes the dates and not the question. A. Feldman replied that the entire paragraph which names the question will be replaced and the question that was adopted will be removed.

After discussion, the motion was withdrawn.

5.3 CUSAcorp By-Laws

A. Feldman proposed extending the meeting indefinitely.

MOTION TO EXTEND THE MEETING INDEFINITELY

Moved by: A. Feldman

Seconded by: M. Boyer

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waived, all previous general and borrowing by-laws being hereby revoked, the Co-Presidents being hereby authorized to sign a written instrument to that effect on CUSA's behalf.

Moved by: P. Dalton
Seconded by: A. Feldman

VOTE ON MOTION

UNANIMOUS

MOTION REGARDING SOLE SHAREHOLDER STATEMENT

Motion 633

BE IT FURTHER RESOLVED THAT inasmuch as the said By-law One of CUSAcorp may require in part to be adopted as a Sole Shareholder Statement of CUSA in order to be valid and of full effect, such part or parts of the said By-law One shall be and are hereby adopted by CUSA as the sole shareholder of CUSAcorp pursuant to Section 123.91 (2) of the Quebec Companies Act, all previous Sole Shareholder Statements being hereby revoked, the Co-Presidents being hereby authorized to sign a written instrument to that effect on CUSA's behalf.

Moved by: P. Dalton
Seconded by: K. McMurray

VOTE ON MOTION

UNANIMOUS

MOTION REGARDING INTERIM MEASURES

BE IT FURTHER RESOLVED THAT notwithstanding the above, the current interim directors and officers shall remain in office until their replacements are appointed under the general bylaw to take office as of the date on which the next CUSA Board of Directors shall take office further to the upcoming annual general elections, with the number of directors remaining at five (5) and quorum remaining at three (3) until then.

Moved by: P. Dalton
Seconded by: S. Mina

A. Feldman asked what would happen if three of the directors resigned. P. Dalton replied that there is a provision to appoint a replacement director.

VOTE ON MOTION

UNANIMOUS

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**MOTION REGARDING APPROVAL OF ACTS AND PROCEEDINGS OF THE DIRECTORS
AND THE OFFICERS OF CUSACORP**

Motion 634

WHEREAS some of the records of CUSAcorp have been misplaced, it is in the best interest of CUSAcorp to sanction and confirm the proceedings of the directors and the officers of CUSAcorp since the date of incorporation;

BE IT RESOLVED THAT all acts, actions and undertakings of CUSAcorp since its incorporation be, and they are hereby ratified and confirmed, the whole notwithstanding the absence of minutes, resolutions reflecting or authorizing the same, save for acts, actions and undertakings done in bad faith, and;

THAT all acts, contracts, bylaws, proceedings, appointments, elections, transfers of shares and payments enacted, made, done and taken by the directors and/or the officers of CUSAcorp since its incorporation be, and the same are hereby ratified and confirmed as a whole notwithstanding any irregularity or discrepancy which may be found in the proceedings, or the possible omission of such acts, contracts, bylaws, proceedings, appointments, elections and payments and notwithstanding the possible lack of qualification or authorization on the part of any of the persons who acted per CUSAcorp save for acts, contracts, bylaws, proceedings, appointments, elections, transfers of shares and payments enacted, made, done and taken in bad faith, and;

THAT this resolution shall in no way constitute an indemnification, release or discharge of the former directors or officers of CUSAcorp for any negligence or fault in the performance of their duties.

Moved by: P. Dalton

Seconded by: M. Boyer

VOTE ON MOTION

12/0/1

CARRIED

8.0 ADJOURNMENT

MOTION TO ADJOURN

Moved by: K. McMurray

Seconded by: L. Podgurny

Monday, February 7th, 1994

VOTE ON MOTION

UNANIMOUS

This meeting was adjourned at approximately 11:15 p.m.

G. Dubrow
Chairperson

M. Soso/S. Segal
Secretary

Monday, February 7th, 1994